BY-LAWS

OF

THE CONVENTION AND VISITORS BUREAU FOR ONEIDA COUNTY, INC. d/b/a ONEIDA COUNTY TOURISM

ARTICLE I - OFFICES

The principal office of The Oneida County Convention & Visitors Bureau, Inc. d/b/a Oneida County Tourism (hereinafter known as "OCT" or the "Corporation") shall be in the County of Oneida, State of New York. The Corporation may also have offices at such other places within the State of New York as the Board may from time to time determine or the business of the Corporation may require.

ARTICLE II - PURPOSES

1. The Corporation's mission is to:

   (i) promote the County and stimulate economic growth by attracting tourists, visitors, meetings and conferences to Oneida County;

   (ii) promote, brand or otherwise encourage tourism as an important local industry;

   (iii) apply for and administer additional funding such as matching funds and grants that may be available to the organization;

   (iv) coordinate the County's tourism efforts and foster coordination, cooperation and improved communication for all participants in the County's tourism industry;

   (v) continue efforts to extend visitors' length of stay; extend the local tourism season and seek to influence visitors to plan return visits to the County;

   (vi) undertake such education, planning and research as may be necessary to implement the mission and to assess the success of the annual program.

ARTICLE III – MEMBERS AND AFFILIATE MEMBERS

1. **MEMBERS.**

The Corporation shall have no members as defined in Article 6 of the New York State Not-for-Profit Corporation Law ("NFPL").

2. AFFILIATE MEMBERSHIP.

Affiliate Membership shall be open to any business or corporation involved or otherwise concerned with the tourism business in Oneida County. Affiliate Membership eligibility and requirements shall be established by the Board of Directors (the "Board") from time to time.

Affiliate Membership or lack of Affiliate membership in the Corporation does not preclude the promotion of any event that may add value to the region and serve to attract attendees from outside the region.

ARTICLE IV - DIRECTORS

1. MANAGEMENT OF THE CORPORATION.

The Corporation shall be managed by the Board of Directors which shall consist of a minimum of nine (9) Directors, and a maximum of eighteen (18) Directors. Four (4) of the Directors shall be government ex-officio directors as follows: (i) Oneida County Executive (non-voting); (ii) Chairman of the Oneida County Board of Legislators (non-voting); (iii) the Majority Leader of the Oneida County Board of Legislators (the "Majority Leader"); and (iv) the Minority Leader of the Oneida County Board of Legislators (the "Minority Leader"). With respect to the Director positions held by the Majority Leader and Minority Leader (each of which shall be a voting member), each may designate one (1) person to serve a one (1)-year term in his or her stead. This designation shall be provided in writing to the Secretary of the Corporation on or before January 1 of each calendar year. Directors must be an individual in the employ of or a representative of an Associate Member.

The Governance committee shall be charged with the responsibility, to the extent practicable, to assure that the Membership of the Board shall be comprised of individuals or companies, one-third (1/3) residing in or maintaining a principal place of business in Rome, one-third (1/3) residing in or maintaining a principal place of business in Utica, and one-third (1/3) residing in or maintaining a principal place of business in one of the towns of Oneida County. Approximately seventy-five (75%) percent of the Board shall be made up of attractions or tourism-related businesses and approximately twenty-five (25%) percent of lodging businesses. In the event that an individual's employer or an attraction shall have a policy concerning being a Director it shall be permissible for the Board to reassign a Director as ex-officio with voting rights in order to include that individual on the Corporation Board.

2. ELECTION AND TERM OF DIRECTORS.

At each annual meeting of the Board, the Board shall elect Directors to hold office for a three-year term. Directors may succeed themselves in office for a total of six years or two terms. Terms of the Directors shall be staggered to allow for annual elections at which one-third of the Board shall stand election for three-year terms. Notwithstanding the foregoing, in the event a Director is serving in the office of Secretary, Vice-Chairperson or Chairperson, his or her term shall be extended so that he or she can complete the current term of office and fulfill the office succession plan set forth in these By-Laws.

3. RESIGNATION OR VACANCY.

A Director may resign at any time by giving written notice to the Board, the Chairperson of the Board or the Secretary of the Corporation. Unless other-wise specified in the notice, the resignation shall take effect upon receipt thereof by the Board, and the acceptance of the resignation shall not be necessary to make it effective.

When a Director ceases to be in the employ of the Affiliate Member by whom he/she was employed at the time of his/her election, the matter of continued service on the Board shall be referred to the Governance Committee who shall make its recommendation to the Board as to whether the change in employment would create a vacancy on the Board.

Resignations and vacancies shall be filled by the Board of Directors at the next regular meeting until the next annual meeting at which time a candidate shall be elected for the duration of the term.

4. QUORUM OF DIRECTORS.

The presence of a simple majority of Board positions shall constitute a quorum for the official conduct of business.

5. ACTION OF THE BOARD.

A majority of the Directors shall constitute a quorum. The vote of the majority of the Directors present at the time of the vote shall be the act of the Board. Each Director shall have one vote. Proxy voting by the Board is not allowed.

6. PLACE AND TIME OF BOARD MEETINGS.

The Board may hold its meetings at locations and times fixed by the Board.

7. MANNER OF PARTICIPATION.

Members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or a committee thereof by means of conference telephone or similar communication equipment or by electronic video screen communication allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board or committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

8. REGULARLY SCHEDULED MEETINGS.

Regularly scheduled meetings of the Board and any Committee meeting shall be held at such times and places, and in accordance with such notice as from time to time may be determined by the Board.

9. ACTION WITHOUT MEETING.

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without meeting, if all members of the Board or committee consent in writing or by electronic transmission. The written consents to act without meeting shall be filed with the minutes of the proceedings of the Board or committee.

10. **MEETINGS.**

Regular meetings of the Board of Directors may be held upon such notice or without notice, as the Board of Directors shall from time to time determine. Regular meetings of the Board of Directors shall number not less than five each year. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all Directors who were absent at the time of adjournment and, unless such time and place are announced at the meeting, to the other Directors.

Meetings may be attended either in person or via electronic device such as conference call or video conference. Advance notice must be given of the intent to use electronic media so arrangements can be made. The Board reserves the right to limit the means of attendance to one electronic system per meeting and will consider cost and availability in making the decision concerning what system may be used.

11. **SPECIAL MEETINGS.**

Special meetings of the Board of Directors may be called at any time by the Chairperson or by the Secretary upon the request of any five Directors. Notice of the time and place of special meetings shall be given to each Director prior to the time fixed for such meetings, by mail, or e-mail addressed to each Director at his or her address as it appears on the records of the Corporation, at least three days prior to the time fixed for such special meeting. The meeting shall be held at the place fixed in the By-Laws or, if not so fixed, at the office of the corporation.

12. **ATTENDANCE.**

Any Director who shall not have attended three consecutive meetings of the Board of Directors without legitimate excuse or who shall not have attended fifty (50%) percent of meetings of the Board of Directors during any year, shall automatically cease to become a Director upon majority vote of the Board. If the term for which the Director was elected shall not then expire, the Board of Directors shall fill the vacancy for the unexpired term.

ARTICLE V - COMMITTEES

The Chairperson shall appoint members to the committees subject to the ratification of the Board.

1. **EXECUTIVE COMMITTEE.**

The Chairperson of the Board, Vice-Chair of the Board, Treasurer, Secretary, and Immediate Past Chair shall constitute the Executive Committee. The Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters: the filling of vacancies in the Board of Directors or in any committee; the amendment or repeal of the by-laws or the adoption of new by-laws; the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

2. **FINANCE/AUDIT COMMITTEE.**

The Finance/Audit Committee shall be comprised of at least three (3) Independent Directors of the Board. The Treasurer shall serve as the Chairperson of the Finance/Audit Committee. The Finance/Audit Committee and the President will develop the yearly budget for presentation to the Board. All deviations from the budget must be approved by the Finance/Audit Committee.

Only the Independent Directors of the Committee as defined in New York State NFPL §102 may be present and participate in deliberations and voting relating to audit matters.

The Audit Committee shall (a) oversee the accounting and financial reporting processes of the Corporation and the review or audit of the Corporation's financial statements, (b) annually cause the Corporation retain or renew the retention of the Independent Auditor to conduct the review or audit of the Corporation and, upon the completion thereof, review the results of the review or audit and any related management letter with an "Independent Auditor", as defined in New York State NFPL §102, (c) annually review with the Independent Auditor the scope and planning of the audit prior to the audit's commencement, (d) upon completion of the audit, review and discuss with the Independent Auditor: (I) any material risks and weaknesses in internal controls identified by the Independent Auditor, (II) any restrictions on the scope of the Independent Auditor's activities or access to requested information, (III) any significant disagreements between the Independent Auditor and management, and (IV) the adequacy of the Corporation's accounting and financial reporting processes, (e) annually consider the performance and independence of the Independent Auditor, (f) oversee the adoption, implementation of and compliance with the Corporation's Conflict of Interest and Confidentiality Policy and Whistleblower Policy and (g) exercise such other powers, and undertake such other duties and responsibilities, as the Board may delegate or assign to the Audit Committee from time to time. The Audit Committee shall meet at such times as the Audit Committee Chair deems advisable, but not less often than twice each year, and shall keep minutes of its meetings and promptly report its actions to the Board.

3. **PERSONNEL COMMITTEE.**

The Vice-Chairperson shall be the Chairperson of the Personnel Committee. The Vice-Chairperson and three Members shall constitute the Committee. The Committee shall be responsible for recommendations to the Board with regard to salary, benefits, awards and discipline issues pertaining to staff.

4. **MARKETING COMMITTEE.**

The Marketing Committee shall be chaired by the Secretary and shall consist of three additional members. The Committee shall be responsible for developing marketing strategy and policy in support of the President and staff.

5. **GOVERNANCE COMMITTEE.**

The Committee shall be responsible for the submission to the membership of a slate of candidates for the Directors to be elected at the annual meeting in harmony with the concept of geographic balance and diversity set forth in the by-laws; for recommendations to the Board of

candidates to fill vacancies in the Board occurring from time to time; for recommendations to the Board of candidates to be elected by the Board to serve as officers. The Committee shall be responsible for all issues of compliance and organizational structure of the Corporation.

6. COMMITTEES OF THE CORPORATION.

The Board may create committees known as Committees of the Corporation. The members of such Committees of the Corporation shall be appointed by the Board and may include non-member, non-director, "outsiders" of the Corporation. Committees of the Corporation shall not have or exercise the authority of the Board in the management of the Corporation. Each such Committee of the Corporation and its members shall serve at the pleasure of the Board.

ARTICLE VI - OFFICERS

1. OFFICE, ELECTION, TERM.

The Board may elect or appoint a Chairperson, Vice-Chairperson, Secretary and a Treasurer. All officers shall be voting Directors. Each officer shall hold office for the elected or appointed term and until a successor has been elected or appointed and qualified. Terms for officers shall run for two (2) years. With respect to the office of Secretary, it is expected that the Secretary, after serving a two (2) year term, will move into the office of Vice-Chairperson for a two (2) year term, and then Chairperson for a two (2) year term. With respect to the office of Vice-Chairperson, it is expected that the Vice-Chairperson, after serving a two (2) year term, will move into the office of Chairperson for a two (2) year term. The Immediate Past Chair shall serve as an officer for a single two (2) year term.

The officer succession plan set forth herein shall continue to be subject to the review and recommendation of the Governance Committee.

2. REMOVAL, RESIGNATION.

Any officer elected or appointed by the Board may be removed by a two-thirds (2/3) vote of the full Board. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.

3. CHAIRPERSON.

The Chairperson shall be the Chief Executive Officer of the Corporation; shall preside at all meetings of the members and of the Board; and shall see that all orders and resolutions of the Board are carried into effect.

4. VICE-CHAIRPERSON.

During the absence of the Chairperson, Vice-Chairperson and then the Treasurer and the Secretary (in order of succession) shall have all the powers and functions of the Chairperson. The Vice-Chairperson shall perform such other duties as the Board shall prescribe.

5. **TREASURER.**

The Treasurer and the Finance/Audit Committee shall supervise the maintenance and records of all receipts and disbursements. At the end of the corporate year, the treasurer and the Finance/Audit Committee shall commission a review the accounts of the Corporation by an outside agency. At least every three (3) years the OCT shall have a full audit of the books completed by an outside agency approved by the Board. The report of the review or audit shall be presented in writing to the Board and shall be forwarded to all members. In the event of the departure of the bookkeeper or President from the OCT the Board shall commission an audit of the books and accounts of the corporation with the resulting report submitted to the Board and the membership.

6. **SECRETARY.**

The Secretary shall be responsible for the minutes of the Board of Directors and also the minutes of the general membership meetings. The Secretary shall keep a membership roll containing the names, alphabetically arranged, of all businesses or persons who are members of the Corporation, showing the places of business or residence.

7. **SURETIES AND BONDS.**

In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of duties to the corporation and including responsibility for negligence and for the accounting for all property, funds, or securities of the Corporation which may come into the Officer's or agent's hands.

ARTICLE VII - PRESIDENT

The President shall be employed by and responsible to the Board of Directors. The President shall be the Chief Operating Officer of the Corporation and shall manage the day-to-day affairs of the Corporation and shall serve at the pleasure of the Board and at a salary as fixed from time to time by the Board upon recommendation from the Personnel Committee and approved by the Executive Committee. The President shall also perform such other duties as may be assigned from time to time by the Board of Directors.

The President shall, under the direction of the Board of Directors, have the right to hire such assistants as may be needed, to delegate such of the duties as is desired, and shall fix the hours and duties of the employees.

The President’s primary personal residence shall be within Oneida County, New York.

ARTICLE VIII - CONSTRUCTION

If there be any conflict between the provision of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE IX - AMENDMENTS

The By-Laws may be amended by a two-thirds vote of the Board of Directors at any meeting where a quorum has been established. Notice and a copy of any proposed amendment shall be furnished to the members of the Board for review at least one week in advance of such meeting.

ARTICLE X – INDEMNIFICATION

7. **INDEMNIFICATION.**

The Corporation shall indemnify any person ("Indemnified Person"):

(a) Made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise (collectively "Claims"), by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, is or was a director or officer of the Corporation, or is or was serving or served, in any capacity, at the request of the Corporation, as a director or officer of any other Corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person in his or her capacity as set forth above with respect to any such threatened or actual action or proceeding, and any appeal thereof.

(b) Made, or threatened to be made, a party in any action by or in the name of the Corporation ("Derivative Claims"), by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a director or officer of the Corporation, or (b) in addition is serving or served, in any capacity, at the request of the Corporation, as a director or officer of any other Corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

8. **PROHIBITED INDEMNIFICATION,**

The Corporation shall not indemnify any person if:

(a) A judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he

or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

(b) The Claim or Derivative Claim resulted from an action initiated by the Indemnified Person without the consent of the Board.

(c) Any matter for which the Corporation is prohibited by law from providing indemnification.; or

(d) Any claim against an Indemnified Person in their individual capacity.

Adopted February 26, 2026 with an effective date of February 26, 2026.